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July 20, 2010

BY EMAIL

Counsel for Debtors

William Wallander

Clayton Hufft

Beth Lloyd

The United States Trustee

Nancy Resnick

Counsel for Creditor's Committee

Richard M. Roberson

Michael S. Hayes

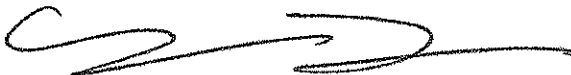
Re: In re TriDimension Energy, LP (Case No. 10-33565-SGJ)

Dear All:

Pursuant to Paragraph 15 of the Court's Agreed Final Order Authorizing Use of Cash Collateral Authorizing Credit Secured By Senior Liens, and Granting Adequate Protection To Existing Lienholders entered on June 29, 2010 (Docket No. 184) (the "Order"), enclosed please find (i) an invoice in the amount of \$192,041.69 from Mayer Brown LLP with respect to fees incurred in the time period from May 1, 2010 through May 21, 2010, (ii) an invoice in the amount of \$1,856.25 from Liskow & Lewis with respect to fees incurred prior to May 21, 2010, (iii) an invoice in the amount of \$5,921.25 from Brunini with respect to fees incurred from May 11, 2010 through June 3, 2010, and (iv) an invoice in the amount of \$58,003.30 from Mayer Brown LLP with respect to fees incurred in the time period from May 22, 2010 through May 31, 2010.

Please let me know if there are any questions.

Sincerely,



Andres G. Romay

MAYER • BROWN

June 30, 2010

Mayer Brown LLP
230 South LaSalle Street
Chicago, IL 60604-1404

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Amegy Bank
2501 North Harwood, 16th Floor
Dallas, TX 75201

Firm Tax ID No: 36-1447220

Attn: John G. Murray

For professional services rendered for the period ended May 31, 2010

**Re: Tri-Dimension Energy
Matter No: 10100468**

Fees	\$187,396.25
Disbursements	<u>4,645.44</u>
Total Fees and Disbursements	<u>\$192,041.69</u>

Reminder statements will be sent for outstanding invoices.

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Kelley, Charles S.

<u>DESCRIPTION OF LEGAL SERVICES</u>			<u>Hours</u>
<u>Date</u>	<u>Timekeeper Name</u>		
05/04/10	Kelley, Charles S.	Conference with client re issues on case and background; review documents and materials regarding credit agreement and structure of transaction; review documents and agreements; attention to issues on sales; [REDACTED] review credit agreement with respect to same; attention to financing issues.	2.25
05/05/10	Kelley, Charles S.	Attention to issues on Stephens call with Banks; conference with client re summary of meeting with Stephens and strategies on dealing with offers obtained; address liquidity issues with client.	1.50
05/05/10	Propst, Tristan E.	Review existing Amegy documents in connection with possible bankruptcy and additional financing; conference calls regarding same.	3.50
05/06/10	Kelley, Charles S.	Conference with client re issues on sale process, status of case, and sale process; attention to credit agreement; analyze default issues [REDACTED] conference with VE and TriDimension re cash sweep, bankruptcy, and Bank view on liquidity issues and hedge settlements and additional financings; conference with J. Murray re same [REDACTED] conference with banks on issues of default, managing default and sale process; review FTI numbers, proposed burn on bankruptcy and non-bankruptcy, and conference with Amegy re same; conference with S. Rozen re strategy on workout through orderly sale and planning on issues to work through restructuring smoothly.	4.75
05/06/10	Propst, Tristan E.	Review Loan Documents; conference call with Amegy; conference call with bank group.	3.25
05/06/10	Rozen, Stuart M.	Telephone conference C. Kelley re background, issues and strategy. Reviewed Kelley e-mail to client re strategic issues.	0.75
05/07/10	Kelley, Charles S.	Review materials on intralinks; review credit agreement and materials/correspondence re prior forbearance; conference with client and borrower re issues for meeting on Monday; review Haas engineering response and report; Conference with B. Wallander re termination of swaps and banks position on liquidity; conference with Amegy [REDACTED] attention to issues on workout and forbearance; conference with banks regarding strategy on workout; attention to planning on sale process and details on Stephens shopping of asset; draft correspondence to client re same; attention to credit agreement and default agreement, DIP financing objections, etc.	5.75
05/07/10	Propst, Tristan E.	Numerous telephone conferences and correspondence regarding Tridimension	5.00

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Kelley, Charles S.

<u>DESCRIPTION OF LEGAL SERVICES</u>			<u>Hours</u>
<u>Date</u>	<u>Timekeeper Name</u>		
		credit facility; review existing documents and collateral matters; review collateral coverage charts; numerous correspondence with prior law firm regarding transaction history.	
05/07/10	Romay, Andres G.	Conference call regarding Tri-Dimension Energy and default on existing loan agreement. Review and analyze existing loan agreement in order to identify borrower's obligations and potential defaults. Draft and revise default letter to Borrower. Email correspondence regarding the same.	5.25
05/08/10	Romay, Andres G.	Revise default letter to borrower. Analyze underlying loan and Credit agreement documents. Email correspondence regarding the same.	2.00
05/09/10	Kelley, Charles S.	Review credit agreements and materials to prepare for meeting with Borrower in morning; review FTI revised budget; attention to issues on DIP financing; conference with V&E re same.	2.00
05/10/10	Kelley, Charles S.	Travel to and participate in meeting with banks and borrower to address credit facility and workout path; conference with FTI and Stephens regarding restructuring and plan of work out and sale process; attention to banks on issue of DIP; conference with Amegy and BMO re same.	7.25
05/10/10	Propst, Tristan E.	Prepare form of Mississippi deed of trust; review corporate history regarding title to properties; review property records; prepare form of Louisiana mortgage; distribute preliminary drafts of same.	7.00
05/10/10	Romay, Andres G.	Travel to Dallas for meeting with client. Conference with client regarding current financial condition of borrower, prospective DIP financing, and other bankruptcy-related advice. Conference with borrower, borrower's representatives (including FTI) regarding current status of borrower's financial condition and plan for future operations and potential sale of business. Return travel to Houston.	10.50
05/10/10	Snow, Suzanne B.	Conduct online searches of various state corporate records for TriDimension entities and order certified copies of Nevada documents.	0.50
05/11/10	Kelley, Charles S.	Conference with T. Propst re [REDACTED] DIP Financing and BR preparation for TD; conference call with parties re update on sales process; attention to DIP term sheet and draft and preparation of same; attention to and revise default letter; attention to Dip Term sheet and forbearance draft.	4.75
05/11/10	Propst, Tristan E.	Draft Mississippi collateral documents; telephone conferences and correspondence with Mississippi local counsel; draft Louisiana mortgage; numerous correspondence regarding same.	6.00

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 Kelley, Charles S.

<u>DESCRIPTION OF LEGAL SERVICES</u>			
<u>Date</u>	<u>Timekeeper Name</u>		<u>Hours</u>
05/12/10	Kelley, Charles S.	Draft and revise term sheet for DIP; Attention to Dip Term Sheet and issues on Forbearance; conference with Wallander re DIP and working through issues; attention to bank-related issues; attention to default notice issues.	4.25
05/12/10	McMillan, Christine M.	Discussion with T. Propst and conference call with T. Propst and C. Kelley regarding draft of forbearance agreement and DIP loan documents.	0.75
05/12/10	Propst, Tristan E.	Telephone conference with Charles Kelley and John Murray regarding TriDimension credit matters; telephone conference with Valinda Wolfert regarding same; review and revise collateral documents based on comments from V&E and discussion of general DIP terms.	6.50
05/13/10	Kelley, Charles S.	Attention to issues on forbearance and termination of swaps and additional financing either in or out of bankruptcy; review issues on DIP, and prepare and revise DIP term sheet.	2.50
05/13/10	McMillan, Christine M.	Prepare initial draft of forbearance agreement; review term sheet draft.	9.25
05/13/10	Propst, Tristan E.	Review and revise draft Forbearance Agreement; review comments to Mississippi Deed of Trust; numerous correspond with local counsel and V&E regarding same.	7.50
05/13/10	Snow, Suzanne B.	Review TriDimension filing jurisdictions and contact filing clerks for filing requirements in each jurisdiction; order ucc documents from Delaware; review Louisiana UCC form.	2.25
05/14/10	Kelley, Charles S.	Review and edit forbearance agreement; conference with Wallander re issues on sale; participate in conference with all parties on sale process update; attention to mortgage and forbearance issues; attention to DIP issue with client; conference with J. Murray regarding status of DIP approvals, commercial terms, etc.; attention to various DIP issues and drafts for agreement, term sheet, etc.	4.50
05/14/10	McMillan, Christine M.	Draft releases of Mississippi and Louisiana mortgages.	3.25
05/14/10	Propst, Tristan E.	Conference call with TriDimension; prepare draft of Forbearance Agreement; numerous correspondence with Louisiana counsel regarding collateral documents; review UCC matters.	4.25
05/14/10	Romay, Andres G.	Review and analyze DIP Term Sheet. Provide comments. Conform DIP Term Sheet to underlying loan documents.	3.25

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Kelley, Charles S.

<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
05/14/10	Snow, Suzanne B. Review TriDimension Energy filed documents and prepare UCC-1 for supplemental filing in LA, finalize filing, conduct online searches of corporate records and order documents.	2.50
05/15/10	Kelley, Charles S. Attention to swap/hedge termination per Borrower request; attention to forbearance and related issues and mortgage/good standing issues.	2.00
05/15/10	Propst, Tristan E. Review and revise mortgage documents; correspond with local counsel; review form of releases [REDACTED]; review draft DIP Term Sheet.	5.00
05/15/10	Romay, Andres G. Review and analyze DIP Term Sheet. Provide comments. Conform DIP Term Sheet to underlying loan documents.	1.50
05/16/10	Kelley, Charles S. Conference with V&E regarding agreement, mortgages and properties; review FTI projections; attention to DIP terms and forbearance.	1.50
05/16/10	McMillan, Christine M. Revise form of Louisiana Release; attention to Credit Agreement Amendment.	1.00
05/16/10	Propst, Tristan E. Attention to DIP Term Sheet and draft DIP Agreement.	9.00
05/17/10	Kelley, Charles S. Review DIP sizing information and additional budget for TD (0.75); Attention to Hedge unwinds and documentation of same (0.5); Conference with VE on hedge unwind for DIP (0.25); Work on DIP Term sheet, editing and revising per comments of Banks, MB and Debtors (2.25); conf with J Murray re terms of term sheet and collateral issues (0.5); attention to mortgages and term sheet for DIP (1.00); conference with Voorhees regarding CCOs (0.5); conference with Tristan on DIP Agreement and drafting (3.25).	5.75
05/17/10	McMillan, Christine M. Continue drafting the seventh amendment and DIP Facility agreement.	6.25
05/17/10	Propst, Tristan E. Review comments to 6th Amendment to Agreement from V&E; address issues with Amegy; attention to DIP Term Sheet; revise and distribute same; address issues regarding collateral documents.	5.50
05/17/10	Rozen, Stuart M. Telephone conference Propst re DIP loan [REDACTED]. Follow-up re same. Telephone conference Kelley re same and related issues. Conference J. Voorhees re background and issues.	1.25
05/17/10	Snow, Suzanne B. Distribute TriDimension good standing certificates and revise filing materials for mortgages and UCCs.	1.25

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Kelley, Charles S.

<u>DESCRIPTION OF LEGAL SERVICES</u>			
<u>Date</u>	<u>Timekeeper Name</u>		<u>Hours</u>
05/17/10	Voorhees, John J. Meet with S. Rozen regarding preparation of DIP/cash collateral order in oil and gas case; call C. Kelley regarding same; consider issues and begin developing strategies.		1.00
05/18/10	Kelley, Charles S. Attention to DIP Term Sheet and issues related thereto and edit/revise DIP (1.25); respond to Propst inquiry on mortgages (0.25); conference with J. Murray re issues on Mortgages, term sheet, and revisions proposed by VE (1.0); conference with Wallander re same (0.5); discussion of lending terms and requirements with Amegy (0.75); discussion of BMO's concerns on DIP (0.25); Conference with VE re Stephens information and status (0.5).		4.50
05/18/10	McMillan, Christine M. Continue drafting the DIP Facility.		5.00
05/18/10	Propst, Tristan E. Telephone conferences with Valinda Wolfert regarding mortgage mechanics; revise and distribute mortgages for execution; review comment to draft 6th Amendment to Agreement; telephone conference with Amegy regarding Credit Agreement Amendment and DIP; telephone conference with BMO regarding same; telephone conference with V&E regarding DIP, Forbearance Agreement and collateral documents.		3.50
05/18/10	Rozen, Stuart M. Summary review of draft DIP/cash collateral order; conference Voorhees re same.		0.50
05/18/10	Snow, Suzanne B. Conduct online searches of TriDimension entities tax and corporate status; review TriDimension LA and MS mortgages and prepare UCC-1s; Telephone inquiries to parish/county clerk's offices re: filing requirements and revise recording instruction letters		3.00
05/18/10	Voorhees, John J. Preliminary revisions to DIP/Cash Collateral order; call with C. Kelley regarding same; review materials from C. Kelley.		6.25
05/19/10	Kelley, Charles S. Attention to updated sale information from VE (0.75); respond to UBOC inquiry on Term sheet (0.5); detailed conversation with Amegy on terms and scope of agreement and VE's proposed revisions (0.75); review Cash Collateral and DIP orders and various other pleadings from Debtor (1.25); conference with Voorhees re comments to CCOs (1.25); Review and edit DIP term sheet (1.25); conference with Wallander re proposed changes to same (0.5); conference with T. Propst re amendments to DIP (0.25); review issues in Forbearance and mortgage materials (0.75).		7.25
05/19/10	McMillan, Christine M. Travel to Louisiana to file mortgages, including contacting recording offices, planning route, making travel reservations, etc. including travel time and		8.00

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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
	continued review of documents and materials for amendment; attention to DIP agreements.	
05/19/10	Propst, Tristan E. Finalize Mississippi Deed of Trust and Louisiana Mortgage; numerous telephone conferences and email correspondence regarding collateral documents and Forbearance Agreement; review, revise and distribute same; prepare for filing of collateral documents; drafting DIP Agreement.	11.25
05/19/10	Rozen, Stuart M. Conference Voorhees re draft DIP/cash collateral order and related filing issues.	0.75
05/19/10	Snow, Suzanne B. Revise and distribute TriDimension UCC-1s for approval; contact new filing jurisdictions to confirm mortgage filing instructions; collate documents and prepare for filing;	4.50
05/19/10	Voorhees, John J. Finalize first cut at comments to DIP/Cash Collateral order; call with C. Kelley regarding same and regarding background of borrowers; review DIP term sheet and comment on same; further revisions to order to confirm with term sheet.	9.50
05/20/10	Kelley, Charles S. Attention to confirmation from TD on term Sheet for DIP (0.5); conference with Wallander re need to finalize re security documents (0.5); Bank call regarding DIP sheet [REDACTED] (0.75); conference with Wallander and Vilanda re same (0.5); Draft correspondence to Amegy's treasury group regarding cash management order [REDACTED] (1.25); conference with Wallander regarding issues on DIP Term sheet on budget and professionals issues (0.75); review drafts of critical vendors and related issues (0.5); conference with Wallander re same (0.5); review Term Sheet and edit per banks' input late in day (1.5).	6.75
05/20/10	McMillan, Christine M. Filing mortgages in six county seats and travel time (5 hours) to first location and from last location back to hotel; attention to DIP agreement.	13.00
05/20/10	Ott, Michael W. Review first-day filings for J. Voorhees.	3.75
05/20/10	Propst, Tristan E. Coordinate filing of mortgages; numerous telephone conferences regarding status of mortgage filings; correspond with Mississippi counsel; telephone conferences with Valinda Wolfert regarding same; revise and distribute Forbearance Agreement; conference call regarding overall transaction process; attention to DIP Loan Term Sheet and Agreement.	11.00
05/20/10	Romay, Andres G. Review and analyze draft of first day pleadings. Email correspondence regarding the same.	3.25

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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
05/20/10	Snow, Suzanne B. Finalize filing of TriDimension UCC-1 in DE and LA, monitor filings, prepare recording schedule and organize documents.	3.50
05/20/10	Voorhees, John J. Work on DIP/Cash Collateral Order; review multiple emails regarding negotiations of same; review and revise DIP term sheet; call with C. Kelley regarding same; preliminary review of first day pleadings; review and revise cash collateral order further based on DIP term sheet changes and ongoing discussions.	8.25
05/21/10	Kelley, Charles S. Attention to valuation issues per DIP (1.25); Review Term Sheet and conference with banks regarding terms and issues to finalize (1.5); conference with VE re term sheet and various terms to address (0.5); participate in call with Banks to discuss term sheet and changes (0.75); review term sheet and edit (1.0); review DIP interim Order and Final order (1.25); attention to issues on bank account (0.5); further conferences with VE re same (0.5); revise and edit various first day orders/pleadings as to Bank issues on DIP and CCO and Cash accounts and provide feedback to Debtors (2.5); review and edit Cash Collateral and DIP orders (1.5); conference with Voorhees regarding financing and DIP (0.5); review edits to CCOs (1.0); conference with Wallander and Hufft and Romay to walk through various orders, issues and financing-related questions (1.25).	14.00
05/21/10	McMillan, Christine M. Conference discussing the DIP credit agreement with T. Propst and continue versing the document.	16.00
05/21/10	Ott, Michael W. Confer with J. Voorhees re: first-day pleadings.	0.50
05/21/10	Propst, Tristan E. Review credit documents regarding DIP financing; conference calls regarding drafting strategy; review revised term sheet; draft inserts for DIP Agreement, revise and edit.	6.50
05/21/10	Romay, Andres G. Review drafts of first-day pleadings. Conference call with debtor's counsel regarding DIP Term Sheet and various first day pleadings. Conference calls with client and other banks regarding DIP Term sheet. Confer with Charles Kelley regarding first-day pleadings and DIP Term Sheet. Provide comments and revisions to cash collateral orders and DIP Term Sheets.	13.75
05/21/10	Rozen, Stuart M. Multiple conferences Voorhees re DIP and first-day issues.	0.75
05/21/10	Snow, Suzanne B. Organize TriDimension UCC filings and revise recording schedule.	1.00
05/21/10	Voorhees, John J. Further revisions to DIP/Cash Collateral Order; call with C. Kelley regarding first day pleadings; call with C. Kelley regarding DIP term sheet; review additional	6.25

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<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
		materials circulated by Debtor; review notices and other materials regarding filing; review and respond to various emails regarding preparations for filing.	
		Total Hours	336.00

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Kelley, Charles S.

DISBURSEMENTS SUMMARY

<u>Disbursements</u>	<u>Amount</u>
Travel - Airfare	1,575.70
Travel - Other	2,942.78
Business Meals - Travel	19.79
Mailing Charges - Office	50.25
Document Delivery - Office	56.92
Total Disbursements	\$4,645.44

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June 30, 2010

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Chicago, IL 60604-1404

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Amegy Bank
2501 North Harwood, 16th Floor
Dallas, TX 75201

Firm Tax ID No: 36-1447220

Attn: John G. Murray

For professional services rendered for the period ended May 31, 2010

Re: Tri-Dimension Energy
Matter No: 10100468

Fees	\$57,242.50
Disbursements	<u>760.80</u>
Total Fees and Disbursements	<u>\$58,003.30</u>

Reminder statements will be sent for outstanding invoices.

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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
05/22/10	Kelley, Charles S. Review and attention to Credit Agreement/Term Sheet issues (1.0); conference with C. McMillan re same (0.25).	1.25
05/22/10	Propst, Tristan E. Numerous correspondence with transaction team regarding term sheet and DIP documentation.	0.75
05/22/10	Romay, Andres G. Conference call regarding comments to interim and final cash collateral orders (0.7). Review and analyze draft orders (0.3).	1.00
05/22/10	Voorhees, John J. Review notices circulated by borrower (0.2); review various emails regarding filing (0.3); review docket and certain pleadings filed overnight (1.0).	1.50
05/23/10	Kelley, Charles S. Review first day filings and pleadings (0.75); review Debtors various motions (0.5); respond to issues on DIP Agreement (0.25); review terms for DIP and address issues on final Term Sheet (1.0).	2.50
05/23/10	McMillan, Christine M. Continue drafting the DIP Facility.	11.50
05/23/10	Propst, Tristan E. Conference call regarding DIP Amendment.	0.50
05/24/10	Kelley, Charles S. Responding to client inquiries regarding accounts prior to First Day hearings (0.75); Address various drafting issues in DIP Agreement per T. Propst inquiries (1.75); Review VE Notes from Trustee hearing (0.25); Review first day pleadings for Bank issues per Beth Lloyd email (0.75); outline issues and pleadings in preparation for bank related issues on first day hearing (0.75); Review and edit revisions/sections on DIP Agreement; correspondence with T. Propst and C McMillan regarding various term sheet and CCO issues (1.75).	6.00
05/24/10	McMillan, Christine M. Assist T. Propst in drafting and revising the DIP Facility.	4.75
05/24/10	Propst, Tristan E. Conference calls with Valinda Wolfert and Charles Kelley regarding DIP Amendment (1.0); draft, review and revise DIP Amendment and Annex A (3.9); distribute same for review by V&E and debtors (0.1).	5.00
05/24/10	Romay, Andres G. Draft and file notice of appearance (1.0); email correspondence regarding first day pleadings (0.5); email to client regarding first day pleadings (0.25); review and analyze first day pleadings (1.0).	2.75
05/24/10	Scott, Denise Marie Conferences with A. Romay regarding hearing (0.25); compile documents filed in Bankruptcy Court and prepare hearing notebooks for A. Romay and C. Kelley (2.25).	2.50

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<u>DESCRIPTION OF LEGAL SERVICES</u>			
<u>Date</u>	<u>Timekeeper Name</u>		<u>Hours</u>
05/24/10	Snow, Suzanne B. Organize TriDimension filings and revise recording schedule.		1.00
05/24/10	Voorhees, John J. Review emails regarding DIP agreement (0.25); follow up review of pleadings filed in case (0.5).		0.75
05/25/10	Kelley, Charles S. Attention to DIP Order and drafts /edits regarding filed orders (1.25); review revisions in DIP Agreement (0.25); travel to and attend meeting at clients' offices to discuss bankruptcy protocols and strategy at hearings (2.75); review DIP Agreement (1.25); attend hearing (3.25); conference with US Trustee's office regarding Amegy and TD (0.75); review draft orders and other bankruptcy filings on return to Houston (0.5); detailed review of DIP Agreement and Annex with respect to Term Sheet and CCO (1.25).		11.25
05/25/10	McMillan, Christine M. Finish revising the initial draft of DIP Facility and assist T. Propst with revisions as comments received.		6.00
05/25/10	Propst, Tristan E. Review comments to draft DIP Amendment from V&E and internal review (1.5); revise and distribute same for further review (0.25); telephone conferences with Valinda Wolfert regarding budgeting issues (0.25).		2.00
05/25/10	Romay, Andres G. Travel to Dallas in connection with court hearing on first day pleadings while reviewing and analyzing first day pleadings (1.00); confer with Charles Kelley regarding same (.75); review and analyze DIP Credit Agreement and provide comments to same (1.5); confer with client regarding first day pleadings (1.25); attend court hearing (3.5); return travel to Houston while drafting memo for bank group (1.5).		9.50
05/25/10	Scott, Denise Marie Update hearing notebooks for A. Romay and C. Kelley.		1.00
05/25/10	Voorhees, John J. Review and revise DIP loan documents and annex thereto (2.5); coordinate comments with T. Propst (1.0); review markups from Vinson & Elkins (.50); review several emails regarding same (0.25).		4.25
05/26/10	Kelley, Charles S. Review and walk through agreement with VE for finalizing document (1.5); review issues on final revisions with T. Propst (0.25); conference with Wallander and Vilanda re same (0.5); review annex and DIP agreement for finality and filing with Court (0.5); attention to issues on Interim and Final order (0.25); conference with client re issues on DIP and sales process (0.5); conference with Banks re same issues (0.25); attention to cash account issues and discussions between bank and Debtors (0.5).		4.25

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Kelley, Charles S.

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<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
05/26/10	McMillan, Christine M. Participate in conference call regarding open issues on DIP Facility (1.25); assist with revisions to Amendment to Loan Agreement (2.25).	3.50
05/26/10	Propst, Tristan E. Conference call with V&E regarding DIP Amendment and Annex A (0.75); review, revise and distribute draft agreements for further review and action by debtors (1.75).	2.50
05/26/10	Romay, Andres G. Conference call with debtor's counsel regarding DIP Credit Agreement (1.0); review and comment upon DIP Credit Agreement(2.25); email correspondence regarding the same (0.5).	3.75
05/26/10	Voorhees, John J. Call with T. Propst re: DIP agreement (0.25).	0.25
05/27/10	Kelley, Charles S. Review further issues on DIP agreement (.75); conference with T. Propst re minor adjustments (0.25); conference with Amegy regarding DIP, approval, and issues attendant to closing (0.5); conference with UBOC re questions on DIP (0.5); conference with BMO regarding issues and questions on DIP (0.75); draft summary correspondence to clients regarding DIP execution and issues germane to banks (0.25); correspondence with VE regarding DIP Order and procedure and draws (.75); review orders and motions in bankruptcy (0.25); review edits to DIP Interim order (0.25); respond to issues raised by BMO on DIP agreement (0.50); conference with J. Murray re same (0.5).	5.25
05/27/10	McMillan, Christine M. Assist with finalizing the DIP Amendment (1.75); draft promissory note (1.25); review and comment on borrowing notice (2.0).	4.50
05/27/10	Propst, Tristan E. Review, revise and distribute DIP Amendment (2.25); numerous correspondence with V&E and banks (0.5); telephone conferences with Mary Lou Allen and Tom McGraw at BMO, John Murray at Amegy and Michael Campbell at Union Bank (0.75); review draft of promissory note and borrowing request and provide comments (0.50).	4.00
05/27/10	Romay, Andres G. Email correspondence regarding DIP Loan Agreement and DIP Term Sheet.	0.75
05/28/10	Kelley, Charles S. Respond to inquiry by M Campbell of UBOC (0.25); attention to issues on closing and signatures (0.25); correspondence with VE regarding funding, finalization of DIP, and sales process (0.75); Review filings in bankruptcy case (0.25); attention to entered orders (0.25).	1.75
05/28/10	McMillan, Christine M. Assist with collecting signature pages and distributing fully executed documents.	0.50

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<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
05/28/10	Propst, Tristan E.	Closing of DIP Facility.	0.50
Total Hours			107.25

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DISBURSEMENTS SUMMARY

<u>Disbursements</u>	<u>Amount</u>
Travel - Airfare	655.80
Travel - Other	105.00
Total Disbursements	\$760.80

REMITTANCE

Please enclose this remittance advice with your payment so
that your account may be properly credited.

Client Name: Amegy Bank
Matter: 10100468 Tri-Dimension Energy
Invoice Number: 34191295
Invoice Date: June 30, 2010

Current Invoice Amount: \$58,003.30

AMOUNT ENCLOSED: \$

MAILING ADDRESS

Mayer Brown LLP, 2027 Collection Center Dr., Chicago, Illinois 60693-0020
OR
Wire transfer to our account at Bank of America 231 S. LaSalle Street, Chicago, Illinois 60697
Account Number: 87656-63350
ABA #026-009-593
Swift Code: BOFA US 3N (for int'l wires only)

Please indicate the invoice(s) being paid.

Accounts Receivable contact: Roberto Gonzalez (312) 701-7805
rgonzalez@mayerbrown.com

FOR BANK USE ONLY:

Payor Code: 145333
Apply Invoices: 34191295